

Company number 00099885

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

STOKE CITY FOOTBALL CLUB LIMITED (Company)

23 April 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolutions 1 2 and 3 below are passed as ordinary resolutions (together **Ordinary Resolutions**), and
- resolutions 4 and 5 below are passed as a special resolutions (**Special Resolutions**)

ORDINARY RESOLUTIONS

	For	Against
1 In accordance with section 551 Companies Act 2006, the directors are generally authorised for a period of five years from the date of the adoption of this resolution to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert, any security into shares in the Company, but the maximum aggregate nominal amount of ordinary shares which may be allotted in accordance with this authority shall be 50,000,000.	X	
2 That the provision in the Company's Memorandum of Association as to the authorised share capital of the Company be revoked with effect from the date of this resolution so that the Company shall no longer have an authorised share capital	X	
3. In accordance with section 190 Companies Act 2006, the members approve the sale by the Company of 3.1 all of its shares in Stoke City (Property) Limited to Stoke City Holdings Limited for the sum of £6,644,000 to be satisfied by the reduction of the Company's indebtedness to Stoke City Holdings Limited by that amount, 3.2 all its freehold interest in the property known as 3 Lime Street, Stoke-on-Trent to Stoke City (Property) Limited for the sum of £45,000, 3.3 all of its interest in the leasehold improvements to the Britannia Stadium to Stoke City (Property) Limited for £745,650 06, 3.4 all of the plant and machinery currently installed within the	X	

WEDNESDAY



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COMPANIES HOUSE

WE HEREBY CERTIFY THIS TO BE A TRUE
AND COMPLETE COPY OF THE ORIGINAL

KNIGHTS SOLICITORS LLP
NEWCASTLE STAFFS

DATED 25/5/10

Britannia Stadium to Stoke City (Property) Limited for £885,330 29, 3 5 motor vehicle of £15,020, and 3 6 property at the leased training ground £273,322 86		
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SPECIAL RESOLUTIONS

	For	Against
4 In accordance with section 570 Companies Act 2006, the directors be given the power to allot equity securities as if the pre-emption provisions of section 561 Companies Act 2006 did not apply to that allotment	X	
5 Subject to the written approval of the Football Association Limited, the Articles of Association of the Company be amended by 5 1 removing Regulations 4 1, 8, 9 1, 9 2 and 11 1 followed by consequential re-numbering, 5 2 replacing Regulation 3 with the words " <i>Regulations 2, 26, 39, 73 to 78 inclusive, 80, 94 and 97 of Table A do not apply to the Company</i> ", 5 3 re-numbering Regulation 3 to 2 2, 5 4 adding a new Regulation 2 3 in the following words " <i>The final two sentences of Regulation 79 of Table A do not apply to the Company</i> ", and 5 5 adding a new Regulation 7 titled " <i>Regulations required by the Football Association Limited</i> " containing the following Regulations 5 5 1 a new Regulation 7 1 in the following words " <i>The members and the directors of the Company shall so exercise their rights, powers and duties and shall where appropriate use their best endeavours to ensure that others conduct themselves so that the business and affairs of the Company are carried out in accordance with the rules and regulations of the Football Association Limited for the time being in force</i> "; 5 5 2 Regulation 12 1 shall be moved to make a new Regulation 7 2, and 5 5 3 Regulation 9 3 shall be moved to make a new Regulation 7 3	X	

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions

The undersigned, a person entitled to vote on the above resolutions on 23 April 2010, hereby irrevocably agrees to those resolutions as indicated above

Name

Signature

(if signing on behalf of a company, please specify office holding)

Aloutes -

Dated

18 May

2010

NOTES

1 If you wish to vote in favour of a resolution please put an 'X' in the For box next to that resolution. If you wish to vote against a resolution please put an 'X' in the Against box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions, please sign and date this document and return it to the Company using one of the following methods

- **By hand** delivering the signed copy to The Company Secretary, Stoke City Football Club Limited, Britannia Stadium, Stanley Matthews Way, Stoke on Trent ST4 4EG
- **By post** returning the signed copy by post to The Company Secretary, Stoke City Football Club Limited, Britannia Stadium, Stanley Matthews Way, Stoke on Trent ST4 4EG
- **By fax** faxing the signed copy to 01782 592111 marked "For the attention of The Company Secretary"
- **By e-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to karens@stokecityfc.com. Please enter "Written resolutions dated [*insert circulation date*]" in the e-mail subject box

If there are no resolutions you agree with, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2 Once you have indicated your agreement to a resolution, you may not revoke your agreement.

3 Where, 28 days from the circulation date specified above, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.